

ANNUAL MEETING OF STOCKHOLDERS OF

INDEPENDENCE REALTY TRUST, INC.

May 18, 2022

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 18, 2022:**

The notice of annual meeting, proxy statement and annual report to stockholders are available at <http://www.astproxyportal.com/ast/18286/>

Please mark, sign, date and
mail your proxy card
promptly in the enclosed
envelope.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS AND "FOR" PROPOSALS 2, 3 AND 4.
PLEASE MARK, SIGN, DATE AND MAIL YOUR PROXY CARD PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE ☒

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF PROPERLY EXECUTED, BUT NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR EACH NOMINEE AND FOR PROPOSALS 2, 3 AND 4. THE VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST IN THE DISCRETION OF THE PROXY HOLDER ON ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE MEETING OR ANY POSTPONEMENT OR ADJOURNMENT THEREOF.

- | | FOR | AGAINST | ABSTAIN |
|--|--------------------------|--------------------------|--------------------------|
| 1. ELECTION OF DIRECTORS | | | |
| Scott F. Schaeffer | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Stephen R. Bowie | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Ned W. Brines | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Richard D. Gebert | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Melinda H. McClure | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Ella S. Neyland | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Thomas H. Purcell | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Ana Marie del Rio | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| DeForest B. Soares, Jr. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Lisa Washington | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. The Board of Directors recommends: a vote FOR ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2022. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. The Board of Directors recommends: a vote FOR the advisory, non-binding vote to approve the Company's executive compensation. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. The Board of Directors recommends: a vote FOR the adoption of the Company's 2022 Long Term Incentive plan. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To vote and otherwise represent the undersigned on such other business as may properly come before the annual meeting or any postponement(s) or adjournment(s) thereof in the discretion of the proxy holder. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

☐

Signature of Stockholder

Date:

Signature of Stockholder

Date:

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

INDEPENDENCE REALTY TRUST, INC.

PROXY

**THIS PROXY IS SOLICITED ON BEHALF OF THE
BOARD OF DIRECTORS OF INDEPENDENCE REALTY TRUST, INC.**

The undersigned hereby appoints Scott F. Schaeffer and James J. Sebra, and each of them, acting individually, as proxies for the undersigned, each with the power to appoint such proxy's substitute, and hereby authorizes them, or either of them, to vote all of the shares of Common Stock of Independence Realty Trust, Inc. ("IRT") held of record by the undersigned at the close of business on March 15, 2022 at the Annual Meeting of Stockholders of IRT, to be held at 9:00 A.M. Eastern Time on Wednesday, May 18, 2022 at 1835 Market Street, Suite 1720, Philadelphia, PA 19103, and at any and all adjournments or postponements thereof as set forth on the reverse side hereof.

The Board of Directors of the Company recommends that stockholders vote FOR the election of the Board of Director nominees named; FOR the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2022; FOR the advisory, non-binding resolution to approve the Company's executive compensation; and FOR the adoption of the Company's 2022 Long Term Incentive Plan.

This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder. If properly executed, but no direction is made, this Proxy will be voted FOR each nominee and FOR proposals 2, 3 and 4. The votes entitled to be cast by the undersigned will be cast in the discretion of the Proxy holder on any other matter that may properly come before the meeting or any postponement(s) or adjournment(s) thereof.

(Continued and to be signed on the reverse side)